

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT NEW YORK

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In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
-----X

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

DISTRICT OF)
COLUMBIA) ss: Kenneth J. Kies
)

, being duly sworn, deposes and says:

1. I am an employee of Clark Consulting, which maintains offices at 101 Constitution Avenue, NW, Suite 701 East, Washington, DC 20001.

2. Neither I, Clark Consulting, nor any employee thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

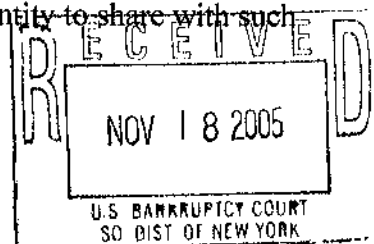
3. Clark Consulting has represented and advised the Debtors in federal tax matters with respect to a broad range of aspects of the Debtors' businesses.

4. The Debtors have requested, and Clark Consulting has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. sections 101-1330, as amended (the "Bankruptcy Code"), with respect to such matters.

5. Clark Consulting's current fee arrangement is \$10,000 per month.

6. Except as set forth herein, no promises have been received by Clark Consulting or any employee thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

7. Clark Consulting has no agreement with any entity to share with such entity any compensation received by Clark Consulting.

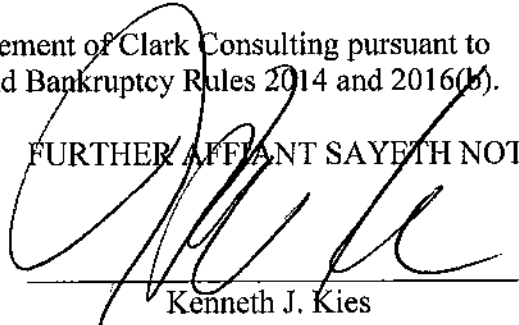


8. Clark Consulting and its employees may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. Clark Consulting does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

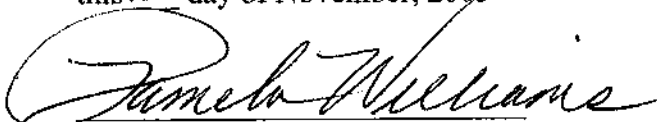
9. Neither I, Clark Consulting, nor any employee thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon with Clark Consulting is to be engaged.

10. The foregoing constitutes the statement of Clark Consulting pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT


Kenneth J. Kies

Subscribed and sworn before me
this 15th day of November, 2005


Notary Public

PAMELA WILLIAMS
NOTARY PUBLIC DISTRICT OF COLUMBIA
My Commission Expires September 30, 2006

CLARK CONSULTING

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U.S. BANKRUPTCY COURT
S.D. DIST. OF NEW YORK

U.S. DISTRICT COURT
S.D. DIST. OF NEW YORK

Case No. 05-44481 (RDD)
in re Delphi Corporation

Alexander Hamilton Custom House
One Bowling Green
New York, NY 10004-1408